

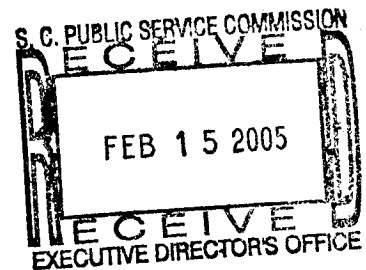
Holland+Knight

Tel 202 955 3000
Fax 202 955 5564

172802
Holland & Knight LLP
2099 Pennsylvania Avenue, N.W., Suite 100
Washington, D.C. 20006
www.hklaw.com



Eric Fishman
202 828 1849
eric.fishman@hklaw.com



February 14, 2005

2004-359-C

Federal Express Delivery

South Carolina Public Service Commission
Saluda Building
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210

Re: SBC Telecom Inc. and Southwestern Bell Communications Services Inc. d/b/a
SBC Long Distance, Inc.
Joint Petition and Request for Expedited Action
File No. _____

Dear Sir or Madam:

The purpose of this letter is to advise the Commission of two minor changes to the internal corporate reorganization plan of SBC Telecom, Inc. ("SBC Telecom") and SBC Long Distance, Inc. ("SBC Long Distance") (collectively, the "SBC Companies").

Specifically, the SBC Companies have modified their corporate reorganization plan as follows:

100

- **Name Change.** Under the SBC Companies' prior internal corporate reorganization plan, SBC Long Distance had intended to convert to a limited liability company to be known as *SBC Long Distance, LLC*.¹ Under the modified internal corporate reorganization plan, the company intends to convert to a limited liability company to be known as *SBC Long Distance, LLC d/b/a SBC Long Distance*.

- **Date of Corporate Reorganization.** As their prior submission to the Commission reflects, the SBC Companies intended to consummate the corporate measures required to effectuate their internal corporate reorganization *on or about March 31, 2005*. In order to allow adequate time to obtain any regulatory approval that may be required relating to

¹ See Joint Petition and Request for Expedited Action, filed December 28, 2004.

the internal corporate reorganization and name change, the SBC Companies have deferred the date of consummation for the internal corporate reorganization to *on or about April 30, 2005*.

In light of the above minor modifications, the SBC Companies respectfully requests leave to modify their prayer for relief to the Commission as follows:

1. SBC Telecom, Inc. and Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance request the Commission to issue a ruling authorizing the SBC Companies to effectuate their internal corporate reorganization plan, including the assignment of SBC Telecom's Certificate of Public Convenience and Necessity to SBC Long Distance, on or about April 30, 2005. This grant of authority should specifically authorize SBC Long Distance to convert to a limited liability company to be known as SBC Long Distance, LLC d/b/a SBC Long Distance.

2. Pursuant to Sections 103-101, 103-820 and 103-840 of the Code of Regulations, the SBC Companies request the Commission to approve their internal corporate reorganization prior to the submission to the Secretary of State of an amended certificate of authority to conduct business in South Carolina as a foreign company under the name SBC Long Distance, LLC d/b/a SBC Long Distance. The SBC Companies request such relief in view of the fact that the internal corporate reorganization requires prior approval in many states where the SBC Companies currently operate, and cannot be consummated until approval in all states requiring prior regulatory approval has been granted. The waiver sought herein will enable the SBC Companies to effectuate their internal corporate reorganization immediately after they have received prior approval in all applicable states, thus avoiding unnecessary delay.


3. The SBC Companies request the Commission to direct SBC Long Distance to submit to the Commission, within five (5) business days after they have consummated their internal corporate reorganization: (a) a copy of SBC Long Distance's amended certificate of authority to conduct business in South Carolina as a foreign company under the name SBC Long Distance, LLC d/b/a SBC Long Distance; (b) an adoption by SBC Long Distance of the current tariffs of SBC Long Distance and SBC Telecom to reflect the assignment of SBC Telecom's authorization and the conversion of SBC Long Distance to a limited liability company known as SBC Long Distance, LLC d/b/a SBC Long Distance; and (c) any other documentation the Commission may require. Upon submission of these materials, the SBC Companies further request the Commission to issue a new Certificate of Public Convenience and Necessity reflecting the company's new name, SBC Long Distance, LLC d/b/a SBC Long Distance.

4. For the reasons set forth in their Petition and Request for Expedited Action, the SBC Companies reiterates their request for exemption from the obligation to issue to subscribers a notification of the planned reorganization. In the event the Commission deems such notification to be necessary, the SBC Companies reiterates that they are prepared to provide a Customer Notice in substantially the form set forth in their Petition and Request for Expedited Action, making appropriate modifications to reflect (a) the change of the company's name to SBC Long Distance, LLC d/b/a SBC Long Distance, and (b) the scheduled internal corporate reorganization of the SBC Companies on or about April 30, 2005.

Pursuant to the Commission's rules, SBC Telecom and SBC Long Distance enclose ten (10) copies of this letter, along with an additional copy which we ask that you date-stamp and return in the enclosed, addressed, pre-stamped envelope.

Should you have any questions about this matter, please contact the undersigned.

Respectfully submitted,



HOLLAND & KNIGHT LLP

Eric Fishman, Esq.
Counsel to SBC Telecom Inc. and
Southwestern Bell Communications Services Inc. d/b/a SBC Long
Distance, Inc..